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Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| ROCK & REPUBLIC ENTERPRISES, INC., | : | Case No. 10-11728 (AJG) |
| <i>et al.</i> , | : | |
| | : | |
| Debtors. | : | Jointly Administered |
| ----- | X | |

**LIMITED OBJECTION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO THE DEBTORS' MOTION TO REJECT
EXCLUSIVE DISTRIBUTION AGREEMENT PURSUANT TO 11 U.S.C. § 365(A)**

The Official Committee of Unsecured Creditors (the "Committee") of Rock & Republic Enterprises, Inc. ("R&R") and Triple R. Inc. ("Triple R", together with R&R, the "Debtors"), by and through its undersigned counsel, hereby files this Limited Objection to the approval of the Debtors' Motion to Reject Exclusive Distribution Agreement Pursuant to 11 U.S.C §§ 365(a) (the "Rejection Motion"),¹ and respectfully represents as follows:

1. The Committee has several issues and concerns with respect to the Debtors request to reject its exclusive Distribution Agreement dated March 1, 2009 with Simms Sigal & Co. Ltd. ("Simms"). According to the Rejection Motion, Simms is the Debtors' exclusive distributor in Canada of the Debtors' line of denim, ready-to-wear apparel and accessories (the

¹ Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Rejection Motion.

“Articles”). Thus, if the Rejection Motion is granted, the Debtors will no longer have a Canadian distributor of their Articles. The Committee and its professionals first learned of the Debtors’ decision to reject the Distribution Agreement with Simms upon receipt of service of the Rejection Motion. Since receipt of such Rejection Motion, the Committee has on several occasions requested additional information and documentation to support the Debtors’ business judgment in making its decision to reject the Distribution Agreement and the affect of such rejection on the Debtors’ estates. Further, the Committee requested that the Debtors keep the Committee well informed as to the status of all negotiations with any new distributors of the Articles in Canada. As of the date hereof, the Debtors have shared only limited information supporting the Debtors’ business judgment, the impact of rejection on the estates, and future distribution channels. As a number of significant questions remain unanswered, the Committee is unable to make a determination as to whether such rejection is in the best interest of the Debtors’ estates.

2. The Committee is hopeful that the Debtors will produce the requested information in a timely manner, allowing the Committee to become comfortable with the requested relief prior to the hearing. Towards this end, the Committee is continuing discussions with the Debtors. In an effort to avoid disputes and allow settlement discussions to proceed, the Committee has only highlighted certain (but not all) of its concerns in this Limited Objection.

3. In the event the parties are unable to reach an agreement, the Committee reserves the right to address such issues and concerns either by further submission to the Court or at oral argument at the hearing on the Rejection Motion.

Dated: New York, NY
September 3, 2010

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